

QUEENSTON GOLD MINES LIMITED

6 Hudson Bay Avenue

Kirkland Lake, Ontario

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and a Special General Meeting of Shareholders of the Corporation will be held at the Lord Simcoe Hotel, 150 King Street West, Toronto, Ontario, on Thursday, the 29th day of June, 1972 at the hour of 9:00 o'clock in the forenoon (Toronto time) for the following purposes:

1. To receive the financial statements of the Corporation for the year ended December 31, 1971, together with the report of the auditors thereon.
2. To elect Directors.
3. To appoint auditors and authorize the Directors to fix their remuneration.
4. To consider, and if thought fit, to confirm Special By-law Number 2 passed by the Directors of the Corporation on the 12th day of May, 1972, changing the location of the head office of the Corporation from the Town of Kirkland Lake (formerly the Township of Teck) in the District of Temiskaming, to the Municipality of Metropolitan Toronto.
5. To consider, and if thought fit, to confirm, with or without modification, a Special Resolution passed by the Directors of the Corporation on the 12th day of May, 1972, authorizing Articles of Amendment:
 - (a) changing the 4,700,000 issued and 1,300,000 unissued shares of the Corporation with a par value of \$1.00 each to 4,700,000 issued and 1,300,000 unissued shares without par value;
 - (b) removing the Corporation from the application of Part IV of the Corporations Act; and,
 - (c) authorizing the Corporation to purchase from time to time any of its common shares out of surplus.
6. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

Shareholders who are unable to attend the meeting in person are asked to complete, date, sign and return in the envelope provided for that purpose, the enclosed form of proxy before the meeting.

A copy of the Annual Report for the year ended December 31, 1971 which includes the financial statements of the Corporation as at that date, a form of proxy and information circular accompany this notice. Copies of Special By-law Number 2 and the Special Resolution referred to in items numbered 4 and 5 above are Exhibits "A" and "B", respectively to the Information Circular which accompanies this Notice of Meeting, and are, by reference, made a part thereof.

DATED at Kirkland Lake this 1st day of June, 1972.

By Order of the Board,

B. J. ANDERSON,

Secretary.

QUEENSTON GOLD MINES LIMITED

6 Hudson Bay Avenue
Kirkland Lake, Ontario

INFORMATION CIRCULAR

as at May 12th, 1972

This Information Circular accompanies Notice of Annual and Special General Meeting of Shareholders of Queenston Gold Mines Limited (herein called the "Corporation") called for Thursday, the 29th day of June, 1972, and is furnished in connection with the solicitation of proxies for use at that meeting. The Report of the Directors including the audited financial statements for the year ended December 31st, 1971 accompanies this Circular.

APPOINTMENT AND REVOCATION OF PROXIES

A shareholder desiring to appoint some person (who need not be a shareholder) other than those specified in the enclosed form of proxy, to represent him at the meeting may do so by crossing out the names of the persons designated and inserting the desired person's name in the blank space provided in the form of proxy and returning the completed proxy in the self-addressed envelope before the meeting or may submit another proxy.

In addition to revocation in any other manner permitted by law, any shareholder returning the enclosed form of proxy may revoke the same by instrument in writing duly executed by him or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the Head Office of the Corporation at any time up to and including the last business day preceding the day of the meeting or adjournment thereof at which the proxy is to be used, or with the Chairman of such meeting on the day of the meeting or adjournment thereof, and upon either of such deposits the proxy is revoked.

PERSONS MAKING THE SOLICITATION

The enclosed proxy is being solicited by the management of the Corporation. Solicitations will be made by mail, telephone or other personal contact to be made without special compensation by regular employees, officers and directors of the Corporation. The cost of solicitation will be borne by the Corporation. The Corporation may reimburse shareholders' nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them subject to the terms of Section 121 of The Business Corporation Act, which provides that if the votes represented at a meeting by proxies requiring that they be voted in respect of a particular matter or group of matters total to the knowledge of the chairman of that meeting, less than 5 per cent of all of the voting rights attaching to all of the shares entitled to be voted and be represented at the meeting, the chairman has the right not to conduct a vote by way of ballot on any such matter or group of matters unless a poll is demanded at the meeting in which case the vote shall be by way of ballot. In the absence of such direction, such shares will be voted for the matters expressly set out on the form of proxy annexed hereto, for the election of directors and the appointment of auditors as stated under those headings in the circular. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the meeting. At the date hereof, the management of the Corporation does not know of any such amendments, variations or other matters to come before the meeting other than the matters referred to in the notice of meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only holders of common shares of the Corporation are entitled to vote at the meeting. Each holder of a common share of record on the date of the Meeting is entitled to one vote for each such share held. As at the date hereof, the Corporation has outstanding 4,700,000 common shares.

As at the date hereof, Upper Canada Mines Limited beneficially owns, directly or indirectly, 1,056,800 common shares of the Corporation which represents approximately 22.5% of the outstanding common shares of the Corporation.

REMUNERATION OF MANAGEMENT AND OTHERS

No remuneration was paid or is payable by the Corporation to its directors and senior officers during the Corporation's last completed financial year ended December 31st, 1971 and no pension or other benefits are payable.

ELECTION OF DIRECTORS

The Board consists of seven (7) directors to be elected annually. The management does not contemplate that any of the following proposed nominees will be unable to serve as a director if elected, but if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote in their discretion for another nominee as director. Each director elected will hold office until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the By-laws of the Corporation.

PROPOSED NOMINEE	PRINCIPAL OCCUPATION	NUMBER OF SHARES OWNED	DIRECTOR SINCE
John W. McBean	Geologist; President of the Corporation, President of Upper Canada Mines Limited	1	Sept. 25, 1953
John H. Botsford	Mining Engineer; Vice-President Mining of Upper Canada Mines Limited	1,001	April 25, 1957
Evan T. Donaldson	Mine Developer, self-employed	6,001	Dec. 6, 1963
John C. McBean	Geological Engineer; Executive Vice-President of the Corporation. Executive Vice-President of Upper Canada Mines Limited	1	June 26, 1970
F. Gary Carrotte	Chartered Accountant, Vice-President Finance of the Corporation. Vice-President Finance of Upper Canada Mines Limited	1	June 26, 1970
R. Michael Gray	Geologist; Vice-President Marketing of the drilling operations of the Heath & Sherwood division of Upper Canada Mines Limited.	0	June 24, 1971
Brian J. Anderson	Chartered Accountant; Secretary-Treasurer of the Corporation. Secretary-Treasurer of Upper Canada Mines Limited.	0	

The information as to equity shares of the Corporation beneficially owned as at May 12th, 1972 has been furnished by the respective nominees individually.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Clarkson, Gordon & Co. as auditors of the Corporation, to hold office until the next Annual Meeting of Shareholders.

OTHER MATTERS TO BE ACTED UPON

1. Item 4 in the Notice of Shareholders Meeting calls for consideration, and if thought fit, confirmation of Special By-law Number 2 passed by the Directors on the 12th day of May, 1972 to change the location of the head office of the Corporation from Kirkland Lake to Toronto. The complete text of this Special By-law appears as Exhibit "A" to this Information Circular.
2. Item 5 in the Notice of Shareholders Meeting calls for consideration and, if thought fit, confirmation of a Special Resolution passed by the Directors on the 12th day of May, 1972 authorizing Articles of Amendment changing the issued and unissued share capital from shares having a par value of \$1.00 each to shares without par value, removing the Corporation from application of Part IV of The Corporations Act, and authorizing the Corporation to purchase its common shares out of surplus. The complete text of this Special Resolution appears as Exhibit "B" to this Information Circular.

OTHER MATTERS

The Management knows of no other matters to come before the Meeting of Shareholders other than referred to in the Notice of Meeting. Should any other matters properly come before the meeting the shares represented by the proxies solicited hereby will be voted on such matters in accord with the best judgment of the person or persons voting the proxy.

DATED this 12th day of May, 1972.

EXHIBIT "A"

SPECIAL BY-LAW NUMBER 2

BE IT ENACTED as a special by-law of the Corporation that the location of the head office be and the same is hereby changed from the Town of Kirkland Lake (formerly the Township of Teck) in the District of Temiskaming to the Municipality of Metropolitan Toronto in the Province of Ontario.

Passed by the directors and sealed with the Corporate Seal this 12th day of May, 1972.

"J. W. McBEAN",
President.

C.S.

"B. J. ANDERSON",
Secretary.

EXHIBIT "B"

SPECIAL RESOLUTION

RESOLVED as a special resolution that:

1. The Corporation be and is hereby authorized to deliver Articles of Amendment to the Minister of Consumer and Commercial Relations of the Province of Ontario:
 - (i) changing the 4,700,000 issued and the 1,300,000 unissued shares of the Corporation with a par value of \$1.00 each into 4,700,000 issued and 1,300,000 unissued shares without par value; provided, however, that the aggregate consideration for the issue of the said shares without par value shall not exceed in amount or value the sum of Six Million Dollars (\$6,000,000.00) or such greater amount as the Board of Directors of the Corporation by resolution determines, provided that such resolution shall not be effective until a certified copy thereof has been filed with the Minister of Consumer and Commercial Relations, all prescribed fees have been paid and the Minister has so certified;
 - (ii) providing that the Corporation shall not thereafter be subject to the application of Part IV of The Corporations Act;
 - (iii) authorizing the Corporation to purchase from time to time any of its common shares out of surplus.
2. The directors and officers be and they are hereby authorized to do, sign and execute all things, deeds and documents necessary or desirable in connection therewith.

Passed by the directors and sealed with the corporate seal this 12th day of May, 1972.

"J. W. McBEAN",
President.

C.S.

"B. J. ANDERSON",
Secretary.

